THE CITY OF WINNIPEG
CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at December 31
(in thousands of dollars)

	2013	2012
FINANCIAL ASSETS		
Cash and cash equivalents (Note 3)	**$ 329,661**	$ 392,041
Accounts receivable (Note 4)	**260,602**	208,579
Land held for resale	**14,689**	13,664
Investments (Note 5)	**306,816**	303,849
Investment in government businesses (Note 6)	**35,812**	31,446
	947,580	949,579
LIABILITIES		
Accounts payable and accrued liabilities (Note 7)	**263,681**	205,789
Deferred revenue (Note 8)	**61,101**	55,079
Debt (Note 9)	**800,396**	793,161
Other liabilities (Note 10)	**57,148**	56,990
Accrued employee benefits and other (Note 11)	**176,317**	164,165
	1,358,643	1,275,184
NET FINANCIAL LIABILITIES	**(411,063)**	(325,605)
NON-FINANCIAL ASSETS		
Tangible capital assets (Note 13)	**5,537,163**	5,203,625
Inventories	**16,365**	15,977
Prepaid expenses and deferred charges	**5,198**	18,511
	5,558,726	5,238,113
ACCUMULATED SURPLUS (Note 14)	**$ 5,147,663**	$ 4,912,508

Commitments and contingencies (Notes 10, 15 and 16)

See accompanying notes and schedules to the consolidated financial statements

Approved on behalf of the Audit Committee:

MAYOR

CHAIRPERSON
STANDING POLICY COMMITTEE
ON FINANCE

THE CITY OF WINNIPEG
CONSOLIDATED STATEMENT OF OPERATIONS AND ACCUMULATED SURPLUS

For the years ended December 31
(in thousands of dollars)

	Budget 2013 (Note 23)	Actual 2013	Actual 2012
REVENUES			
Taxation (Note 16)	**$ 603,944**	**$ 611,813**	$ 587,578
Sales of services and regulatory fees (Note 17)	**512,215**	**507,869**	483,339
Government transfers (Note 18)	**162,272**	**161,337**	158,975
Investment income	**37,741**	**37,914**	40,865
Land sales and other revenue (Note 6)	**74,376**	**77,521**	32,897
Total Revenues	**1,390,548**	**1,396,454**	1,303,654
EXPENSES			
Protection and community services	**442,962**	**437,970**	416,265
Utility operations	**367,386**	**347,652**	338,028
Public works	**287,099**	**312,680**	283,042
Property and development	**138,885**	**131,994**	105,685
Finance and administration	**74,683**	**72,926**	71,390
Civic corporations	**63,868**	**54,783**	51,518
General government	**43,108**	**38,795**	33,795
Total Expenses (Note 19)	**1,417,991**	**1,396,800**	1,299,723
Annual Surplus (Deficit) Before Other	**(27,443)**	**(346)**	3,931
OTHER			
Government transfers related to capital (Note 18)	**133,192**	**130,921**	121,262
Developer contributions-in-kind related to capital (Note 13)	**52,200**	**91,883**	72,225
	185,392	**222,804**	193,487
Annual Surplus	**$ 157,949**	**222,458**	197,418
ACCUMULATED SURPLUS, BEGINNING OF YEAR			
As previously reported		**4,912,508**	4,715,090
Change in accounting policy (Note 2p) ii))		**12,697**	-
As restated		**4,925,205**	4,715,090
ACCUMULATED SURPLUS, END OF YEAR		**$ 5,147,663**	$ 4,912,508

See accompanying notes and schedules to the consolidated financial statements

THE CITY OF WINNIPEG
CONSOLIDATED STATEMENT OF CASH FLOWS

For the years ended December 31
(in thousands of dollars)

	2013	2012
NET INFLOW (OUTFLOW) OF CASH RELATED TO THE FOLLOWING ACTIVITIES:		
OPERATING		
Annual surplus	**$ 222,458**	$ 197,418
Non-cash charges to operations		
Amortization	**198,106**	188,432
Developer contributions-in-kind related to capital	**(91,883)**	(72,225)
Other	**9,251**	9,862
	337,932	323,487
Net change in non-cash working capital balances related to operations	**36,488**	(14,205)
Cash provided by operating activities	**374,420**	309,282
CAPITAL		
Acquisition of tangible capital assets	**(452,055)**	(581,768)
Proceeds on disposal of tangible capital assets	**11,821**	4,462
Cash used in capital activities	**(440,234)**	(577,306)
FINANCING		
Decrease (increase) in sinking fund investments	**68,800**	(21,509)
Debenture and serial debt retired	**(112,450)**	(21,448)
Sinking fund and serial debenture issued	**60,000**	137,784
Service concession arrangements (retired) financed	**(1,415)**	109,362
Other	**(7,700)**	32,820
Cash provided by financing activities	**7,235**	237,009
INVESTING		
Increase of investments	**(3,801)**	(14,290)
Cash used in investing activities	**(3,801)**	(14,290)
Decrease in cash and cash equivalents	**(62,380)**	(45,305)
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR	**392,041**	437,346
CASH AND CASH EQUIVALENTS, END OF YEAR	**$ 329,661**	$ 392,041

See accompanying notes and schedules to the consolidated financial statements

THE CITY OF WINNIPEG
CONSOLIDATED STATEMENT OF CHANGE IN NET FINANCIAL LIABILITIES

For the years ended December 31
(in thousands of dollars)

	Budget 2013 (Note 23)	Actual 2013	Actual 2012
ANNUAL SURPLUS	**$ 157,949**	**$ 222,458**	$ 197,418
Amortization of tangible capital assets	**195,368**	**198,106**	188,432
Proceeds on disposal of tangible capital assets	**4,500**	**11,821**	4,462
Loss on sale of tangible capital assets	**925**	**473**	5,269
Change in inventories, prepaid expenses and deferred charges	**(3,500)**	**12,925**	(12,017)
Tangible capital assets received as contributions	**(52,200)**	**(91,883)**	(72,225)
Acquisition of tangible capital assets	**(466,250)**	**(452,055)**	(581,768)
INCREASE IN NET FINANCIAL LIABILITIES	**(163,208)**	**(98,155)**	(270,429)
NET FINANCIAL LIABILITIES, BEGINNING OF YEAR			
As previously reported	**(325,605)**	**(325,605)**	(55,176)
Change in accounting policy (Note 2p) ii))	**-**	**12,697**	-
As restated	**(325,605)**	**(312,908)**	(55,176)
NET FINANCIAL LIABILITIES, END OF YEAR	**$ (488,813)**	**$ (411,063)**	$ (325,605)

See accompanying notes and schedules to the consolidated financial statements

1. Status of The City of Winnipeg

The City of Winnipeg (the "City") is a municipality that was created on January 1, 1972 pursuant to The City of Winnipeg Act, a statute of the Legislature of the Province of Manitoba (the "Province"). The City continued as a body corporate by virtue of the enactment by the Province of The City of Winnipeg Charter on January 1, 2003. The City provides municipal services such as police, fire, ambulance, public works, urban planning, parks and recreation, library and other general government operations. The City owns and operates a number of public utilities, has designated reserves and provides funding support for other entities involved in economic development, recreation, entertainment, convention, tourism and housing activities.

2. Significant Accounting Policies

These consolidated financial statements have been prepared by management in accordance with Canadian public sector accounting standards. The significant accounting policies are summarized as follows:

a) Basis of consolidation

The consolidated financial statements include the assets, liabilities, reserves, surpluses/deficits, revenues and expenses of those City funds and governmental functions or entities which have been determined to comprise a part of the aggregate City operations based upon control exercised by the City except for the City's government businesses which are accounted for on the modified equity basis of accounting. Inter-fund and inter-corporate balances and transactions have been eliminated.

i) Consolidated entities

The organizations included in the consolidated financial statements are as follows:

Assiniboine Park Conservancy Inc.	Winnipeg Arts Council Inc.
CentreVenture Development Corporation	Winnipeg Enterprises Corporation
Economic Development Winnipeg Inc.	Winnipeg Public Library Board
The Convention Centre Corporation	

ii) Government businesses

The investments in North Portage Development Corporation and River Park South Developments Inc. are reported as government business partnerships and Winnipeg Housing Rehabilitation Corporation as a government business enterprise. These businesses are accounted for using the modified equity method. Under this method, the government businesses' accounting principles are not adjusted to conform with those of the City and inter-corporate transactions are not eliminated (Note 6).

iii) Employees' pension funds

The employees' pension funds of the City are administered on behalf of the pension plan participants by the Board of Trustees of the Winnipeg Civic Employees' Benefits Program (the "EBB") (Pension Fund) for the payment of pension benefits and accordingly are not included in the consolidated financial statements.

2. Significant Accounting Policies (continued)

iv) Group life insurance funds

The group life insurance funds of the City are administered by the EBB for the payment of life insurance and accordingly are not included in the consolidated financial statements.

b) Basis of accounting

The consolidated financial statements are prepared using the accrual basis of accounting. The accrual basis of accounting records revenue as it is earned and measurable. Expenses are recognized as they are incurred and measurable based upon receipt of goods or services and/or the creation of a legal obligation to pay.

c) Cash equivalents

Cash equivalents consist of Crown corporation bonds; Canada treasury bills; provincial government bonds; City of Winnipeg municipal bonds; other municipal bonds; schedule 1 bank bonds and bankers' acceptances; schedule 2 bankers' acceptances; and asset-backed commercial paper. Cash equivalents are recorded at cost, which approximates their quoted market value, and are redeemable on demand.

d) Land held for resale

Land held for resale is recorded at the lower of cost and net realizable value. Cost includes amounts for land acquisition and improvements to prepare the land for sale or servicing.

e) Investments

Bonds are carried at amortized cost. Discounts and premiums arising on the purchase of these investments are amortized over the remaining terms to maturity with annual amortization computed at amounts which, when combined with actual income received, result in a constant effective yield on the amortized book value.

f) Unamortized premium on debt

Debt is reported at face value and is adjusted by premiums which are amortized on a straight-line basis over the term to maturity of the respective debt instrument. The corresponding amortization is recorded as interest expense.

g) Solid waste landfills

The obligation to close and maintain solid waste landfill sites is based on estimated future expenses in current dollars, adjusted for estimated inflation, and is charged to expenses as the landfill site's capacity is used.

h) Environmental provisions

The City provides for the cost of compliance with environmental legislation when conditions are identified which indicate non-compliance with environmental legislation and costs can be reasonably determined. The estimated amounts of future restoration costs are reviewed regularly, based on available information and governing legislation.

2. Significant Accounting Policies (continued)

i) Deferred revenue

Government transfers, contributions and other amounts are received from third parties pursuant to legislation, regulation or agreement and may only be used in the conduct of certain programs, in the completion of specific work or for the acquisition and construction of tangible capital assets. In addition, certain user charges and fees are collected for which the related services have yet to be performed. Revenue is recognized in the period when the related expenses are incurred, services performed or the tangible capital assets are acquired.

j) Employee benefit plans

The Winnipeg Civic Employees' Benefits Program is a multi-employer contributory defined benefit program and accordingly contributions are expensed as incurred. The costs of other pensions and other retirement benefits have been accounted for based on actuarially determined amounts using the projected benefit method prorated on services and management's best estimate of retirement ages of employees, salary escalation and plan investment performance. Actuarial gains and losses are amortized on a straight-line basis over the average remaining service period.

In the case of the Winnipeg Police Pension Plan, this plan's by-law provides that, in the event of a funding surplus or deficiency, within certain prescribed constraints, the contribution stabilization reserve will be utilized and amendments made to the rate of cost-of-living adjustments to pensions according to specific rules set out in the by-law. Consequently, actuarial gains and losses are recognized immediately to the extent that they are offset by changes in the contribution stabilization reserve and changes in the plan's accrued benefit obligation for future cost-of-living adjustments to pensions.

k) Non-financial assets

Non-financial assets are not available to discharge existing liabilities and are held for use in the provision of services. They have useful lives extending beyond the current year and are not intended for sale in the ordinary course of operations. The change in non-financial assets during the year, together with the annual surplus, provides the consolidated change in net financial liabilities for the year.

i) Tangible capital assets

Tangible capital assets are recorded at cost which includes all amounts that are directly attributable to acquisition, construction, development or betterment of the asset. The cost, less residual value, of tangible capital assets is amortized on a straight-line basis over their estimated useful lives as follows:

Buildings	10 to 50 years
Vehicles	
Transit buses	18 years
Other vehicles	5 to 10 years
Computer hardware and software	5 to 10 years
Other	
Machinery and equipment	10 years
Land improvements	10 to 30 years
Water and waste plants and facilities	
Underground networks	50 to 100 years
Sewage treatment plants and lift stations	50 to 75 years
Water pumping stations and reservoirs	50 to 75 years
Flood stations and other infrastructure	50 to 75 years

2. Significant Accounting Policies (continued)

Transportation	
Roads	10 to 50 years
Bridges and other structures	25 to 75 years

Assets under construction are not amortized until the asset is available for productive use.

In certain circumstances, capital project work is charged an administration fee equal to 1% of specific costs of the project to a maximum of $100 thousand on any individual project. In addition, interim financing charges of 2% are also capitalized as part of the project cost funded by the City.

a) Contributions of tangible capital assets

Developer-contributed tangible capital assets are recorded at their fair value at the date of receipt. The contribution is recorded as revenue.

b) Leases

Leases are classified as capital or operating leases. Leases which transfer substantially all of the benefits and risks incidental to ownership of property are accounted for as capital leases. All other leases are accounted for as operating leases and the related lease payments are charged to expenses as incurred.

c) Service concession arrangements

Service concession arrangements are long-term performance-based approaches for procuring public infrastructure, where the City contracts with a private sector partner who assumes a major share of the responsibility for the delivery of the infrastructure. The operator is compensated over the period of the arrangements. The arrangements are governed by a contract that sets out performance standards and mechanisms for adjusting prices. The contract is binding on the parties to the arrangement and obliges the operator to maintain the tangible capital asset on behalf of the City.

In the case of tangible capital assets, where the operator bears the construction risk, the timing of initial recognition of the service concession asset by the City will be when the tangible capital asset is available for productive use.

ii) Inventories

Inventories held for consumption are recorded at the lower of cost and replacement cost.

l) Tax revenues

Tax revenues result from non-exchange transactions that are compulsorily paid to governments in accordance with the laws and regulations established to provide revenue to the government for public services. The revenue is recognized when the tax has been authorized and the taxable event has occurred.

The City is required by The Public Schools Act to bill, collect and remit provincial education support levies in respect of residential and other properties on behalf of the Province, and school division special levies on behalf of school divisions. The City has no jurisdiction or control over the school divisions' operations or their mill rate increases. Therefore, no tax revenue is recognized in these consolidated financial statements for amounts collected on behalf of school divisions, nor are the revenues, expenses, assets and liabilities with respect to the operations of the school boards.

2. Significant Accounting Policies (continued)

Property taxation revenue is based on market assessments that are subject to appeal therefore, a provision has been estimated for assessment appeals outstanding as at December 31. As well, estimates have been made of property tax amounts owing for prior years that have not yet been assessed at the end of the current fiscal year. By their nature, these estimates are subject to measurement uncertainty and the impact on future financial statements could be material (Note 2n).

m) Government transfers

Government transfers are transfers of monetary assets or tangible capital assets to or from the City that are not the result of an exchange transaction, a direct financial return, or expected to be repaid in the future.

Government transfers are recognized in the consolidated financial statements as revenue in the financial period in which events giving rise to the transfer occur, providing the transfers are authorized, any eligibility criteria have been met including performance requirements, and reasonable estimates of the amounts can be determined.

Stipulations attached to transfers to the City may give rise to an obligation on the City's behalf in which case a liability will be recognized in the consolidated financial statements.

n) Estimates

The preparation of financial statements in conformity with Canadian generally accepted accounting principles requires management to make estimates and assumptions in such areas as employee benefits, the useful life of tangible capital assets, assessment appeals, lawsuits and environmental provisions. These estimates and assumptions are based on the City's best information and judgment and may differ significantly from actual results.

o) Budget

The 2013 budget is included on the consolidated statements of operations and accumulated surplus and change in net financial liabilities. The budget is compiled from the City Council-approved Operating Budget, estimates for controlled entities, adjustments to report the budget on a full accrual basis including capital revenue adjustments, assets capitalized on the statement of financial position, amortization of tangible capital assets and accruals for unfunded liabilities and administrative adjustments to provide for proper comparison to actual results presented herein.

p) Accounting Policy Changes

i) Government transfers

The Public Sector Accounting Board issued an updated standard, PS 3410 Government Transfers. The new standard applies to the City for the fiscal year beginning January 1, 2013 and, as such, has been utilized for the preparation of these consolidated financial statements. As permitted, this standard has been applied retroactively with an adjustment to the opening balance of the accumulated surplus.

ii) Tax revenues

The Public Sector Accounting Board also issued a new accounting standard, PS 3510 Tax Revenue. The new standard applies to the City for the fiscal year beginning January 1, 2013 and, as such, has been utilized for the preparation of these consolidated financial statements. As permitted, this standard has been applied retroactively with an adjustment to the opening balance of the accumulated surplus. The impacts are the first-time accrual for local improvements and for property taxes not billed but owing as of the end of the fiscal year.

3. *Cash and Cash Equivalents*

	2013	2012
Cash	**$ 19,334**	$ 11,894
Cash equivalents	**310,327**	380,147
	$ 329,661	$ 392,041

The average effective interest rate for cash equivalents at December 31, 2013 is 1.3% (2012 - 1.3%).

Cash and cash equivalents exclude $315.5 million (2012 - $109.7 million) which has been received from various entities including EBB. The funds are invested on a pooled basis to obtain maximum investment returns.

Cash received for interest during the year is $37.8 million (2012 - $41.2 million).

4. *Accounts Receivable*

	2013	2012
Property, payments-in-lieu and business taxes receivable	**$ 49,592**	$ 37,960
Allowance for property, payments-in-lieu and business tax arrears	**(3,694)**	(3,351)
	45,898	34,609
Trade accounts and other receivables	**148,427**	110,503
Province of Manitoba	**60,623**	51,182
Government of Canada	**15,933**	21,280
Allowance for doubtful accounts	**(10,279)**	(8,995)
	214,704	173,970
	$ 260,602	$ 208,579

5. *Investments*

	2013	2012
Marketable securities		
Provincial bonds and bond coupons	**$ 5,750**	$ 6,713
Municipal bonds	**68,482**	75,726
	74,232	82,439
Manitoba Hydro long-term receivable	**220,238**	220,238
Other	**12,346**	1,172
	$ 306,816	$ 303,849

a) Marketable securities

The aggregate market value of marketable securities at December 31, 2013 is $73.9 million (2012 - $86.5 million) and their maturity dates range from 2014 to 2043.

b) Manitoba Hydro long-term receivable

On February 27, 2002, City Council approved Manitoba Hydro's proposal to purchase Winnipeg Hydro. The terms of the proposal included payments to the City of $25 million per annum commencing in 2002 and for the next four years thereafter; $20 million per annum for years six through nine; and $16 million per annum for years ten and continuing in perpetuity.

The Manitoba Hydro investment represents the sum of the discounted future cash flows of the above annual payments to the City, discounted at the City's historical average long-term borrowing rate.

6. Investment in Government Businesses

a) North Portage Development Corporation

North Portage Development Corporation (the "NPDC") is a government partnership that is owned equally by the Government of Canada, the Province of Manitoba and The City of Winnipeg. The mission of NPDC is to act as a catalyst, encouraging activities for people in the downtown through public and private partnerships and to work to ensure financial self-sufficiency. NPDC is responsible for the continuing renewal and stewardship of two sites in Winnipeg's downtown: the North Portage area and The Forks. NPDC is involved in certain business and core activities regarding the ownership, development and management of its two sites that include land investment properties and public amenities.

The condensed supplementary financial information of NPDC is as follows:

	2013	2012
Financial position		
Property, plant and equipment and investment in properties and infrastructure enhancements	**$ 71,248**	$ 75,171
Short-term investments	**14,878**	12,536
Other assets	**2,037**	3,565
	$ 88,163	$ 91,272
Deferred contributions from shareholders	**$ 15,961**	$ 17,179
Long-term mortgage payable	**11,355**	11,753
Current and other liabilities	**4,305**	5,337
	31,621	34,269
Net equity	**56,542**	57,003
	$ 88,163	$ 91,272

	2013	2012
Comprehensive income		
Revenues	**$ 10,826**	$ 11,075
Expenses	**9,282**	9,472
Operating income before the following	**1,544**	1,603
Interest expense	**(691)**	(718)
Amortization	**(2,532)**	(2,381)
Other	**2,616**	883
Discontinued Operations	**(1,398)**	0
Net loss for the year	**$ (461)**	$ (613)

b) River Park South Developments Inc.

On April 21, 2011, the City and Qualico Developments (Winnipeg) Ltd. entered into an agreement to jointly develop and sell residential land owned by the partners in the River Park South community of Winnipeg.

6. Investment in Government Businesses (continued)

The condensed supplementary financial information of River Park South Developments Inc. is as follows:

	2013	2012
Financial position		
Assets	**$ 33,797**	$ 27,004
Liabilities and Equity	**$ 33,797**	$ 27,004

	2013	2012
Comprehensive income		
Land sales	**$ 18,244**	$ 19,212
Cost of sales	**8,836**	10,032
Operating income before the following	**9,408**	9,180
Interest and other income	**234**	149
Other expenses and adjustments	**(1,438)**	(1,359)
Net income for the year	**$ 8,204**	$ 7,970

c) Winnipeg Housing Rehabilitation Corporation

Winnipeg Housing Rehabilitation Corporation (the "WHRC") is a non-profit developer and manager of affordable housing in Winnipeg. WHRC was founded by the City. Pursuant to operating agreements, WHRC receives subsidies from Canada Mortgage and Housing Corporation and Manitoba Housing.

The condensed supplementary financial information of WHRC is as follows:

	2013	2012
Financial position		
Capital assets	**$ 25,457**	$ 26,925
Current and other assets	**7,258**	6,505
	$ 32,715	$ 33,430
Long-term debt	**$ 23,150**	$ 24,568
Current and other liabilities	**4,304**	4,019
	27,454	28,587
Replacement Reserves	**4,377**	4,011
WHRC Building and Acquisition Reserve	**1,046**	1,026
Unrestricted deficit	**(162)**	(194)
	5,261	4,843
	$ 32,715	$ 33,430

6. Investment in Government Businesses (continued)

	2013	2012
Results of operations		
Revenues	**$ 7,784**	$ 7,656
Expenses	**7,752**	7,568
Excess of revenues over expenses for the year	**32**	88
Change to Replacement Reserves during the year	**366**	231
Change to WHRC Building and Acquisition Reserve during the year	**20**	33
Net income for the year	**$ 418**	$ 352

During the year, the City paid WHRC an operating grant of $195 thousand (2012 - $200 thousand). In addition, the City has guaranteed WHRC's operating line of credit to a value of $2.0 million (2012 - $2.0 million). As at March 31, 2013, WHRC has utilized $167 thousand of this line of credit (2012 - $585 thousand).

Summary of investment in government businesses

	2013	2012
North Portage Development Corporation (1/3 share)	**$ 18,847**	$ 19,001
River Park South Developments Inc. (1/2 share)	**11,704**	7,602
Winnipeg Housing Rehabilitation Corporation	**5,261**	4,843
	$ 35,812	$ 31,446

Summary of results of operations

	2013	2012
North Portage Development Corporation (1/3 share)	**$ (154)**	$ (291)
River Park South Developments Inc. (1/2 share)	**4,102**	3,985
Winnipeg Housing Rehabilitation Corporation	**418**	352
	$ 4,366	$ 4,046

The results of operations are included in the Consolidated Statement of Operations and Accumulated Surplus as land sales and other revenue. NPDC and WHRC report their activities based on a March 31 year-end.

7. Accounts Payable and Accrued Liabilities

	2013	2012
Accrued liabilities	**$ 137,466**	$ 97,688
Trade accounts payable	**116,459**	94,843
Accrued interest payable	**9,756**	13,258
	$ 263,681	$ 205,789

8. Deferred Revenue

	2013	2012
Federal gas tax transfer	**$ 22,900**	$ 28,924
Province of Manitoba	**21,997**	15,433
Other	**16,204**	10,722
	$ 61,101	$ 55,079

9. Debt

Sinking fund debentures outstanding

Term	Maturity Date	Rate of Interest	Series	By-Law No.	Amount of Debt **2013**	2012
1993-2013	Feb. 11	9.375	VN	6090/93	**$ -**	$ 90,000
1994-2014	Jan. 20	8.000	VQ	6300/94	**85,000**	85,000
1995-2015	May 12	9.125	VR	6620/95	**88,000**	88,000
1997-2017	Nov. 17	6.250	VU	7000/97	**30,000**	30,000
2006-2036	July 17	5.200	VZ	183/04, 32/07 and 72/06	**60,000**	60,000
2008-2036	July 17	5.200	VZ	72/06B	**100,000**	100,000
2010-2041	June 3	5.150	WB	183/08	**60,000**	60,000
2011-2051	Nov. 15	4.300	WC	72/06, 183/08 and 150/09	**50,000**	50,000
2012-2051	Nov. 15	3.853	WC	93/11	**50,000**	50,000
2012-2051	Nov. 15	3.759	WC	120/09, 93/11 and 138/11	**75,000**	75,000
2013-2051	Nov. 15	4.391	WC	93/11 and 84/13	**60,000**	-
					658,000	688,000
Equity in The Sinking Funds (Notes 9a and b)					**(195,237)**	(264,037)
Net sinking fund debentures outstanding					**462,763**	423,963

Other debt outstanding

Serial and installment debt issued by the City with varying maturities up to 2019 and a weighted average interest rate of 4.52% (2012 - 4.70%)	**34,621**	56,884
Bank loans, Province and other with varying maturities up to 2026 and a weighted average interest rate of 3.04% (2012 - 2.90%)	**109,263**	116,427
Capital lease obligations (Note 9c)	**26,056**	26,592
Service concession arrangement obligations (Notes 9d and 15d)	**157,344**	158,759
	790,047	782,625
Unamortized premium on debt (Note 9e)	**10,349**	10,536
	$ 800,396	$ 793,161

Debt segregated by fund/organization:

General Capital Fund	**$ 456,709**	$ 430,019
Waterworks System	**147,823**	154,529
Transit System	**87,872**	91,180
Special operating agencies and other	**84,394**	86,525
Solid Waste Disposal	**11,651**	13,025
Sewage Disposal System	**1,598**	7,347
	$ 790,047	$ 782,625

9. Debt (continued)

Debt to be retired over the next five years:

	2014	2015	2016	2017	2018	2019+
Sinking fund debentures	$ 85,000	$ 88,000	$ -	$ 30,000	$ -	$ 455,000
Other debt	38,713	21,529	28,945	16,988	16,350	204,759
	$ 123,713	$ 109,529	$ 28,945	$ 46,988	$ 16,350	$ 659,759

a) As at December 31, 2013, sinking fund assets have a market value of $208.1 million (2012 - $270.9 million). Sinking fund assets are mainly comprised of government and government-guaranteed bonds and debentures, which include City of Winnipeg debentures with a carrying value of $28.3 million (2012 - $28.1 million) and a market value of $28.7 million (2012 - $29.4 million).

b) The City of Winnipeg Charter requires the City to make annual payments to The Sinking Fund Trustees of The City of Winnipeg on debt outstanding as at December 31, 2002. Sinking fund arrangements after December 31, 2002 are managed in a separate fund by the City. The City is currently paying between 1 to 3% on its outstanding sinking fund debentures. These annual payments are invested for the retirement of the debenture issues on their maturity dates.

c) Future minimum lease payments together with the balance of the obligation due under the capital leases are as follows:

	Capital Leases
2014	$ 2,476
2015	2,476
2016	2,476
2017	2,502
2018	2,553
Thereafter	35,026
Total future minimum lease payments	47,509
Amount representing interest at a weighted average rate of 8.18%	(21,453)
Capital lease obligations	$ 26,056

d) Service concession arrangement obligations are as follows:

	2013	2012
DBF2 Limited Partnership - Chief Peguis Trail Extension	**$ 49,120**	$ 49,577
Plenary Roads Winnipeg GP - Disraeli Bridges	**108,224**	109,182
	$ 157,344	$ 158,759

Chief Peguis Trail Extension

The City has entered into a fixed-price contract with DBF2 Limited Partnership ("DBF2") to design, build, finance and maintain the Chief Peguis Trail Extension. The contract was executed in September 2010 and terminates in January 2042. The Chief Peguis Trail Extension was commissioned for use in 2011.

9. Debt (continued)

The $108.5 million project will have been financed through a grant of $23.9 million from PPP Canada, a Provincial government transfer of $9.0 million, sinking fund debentures (Series WC) of $18.7 million, a $50.0 million service concession arrangement obligation to DBF2 and cash consideration paid by the City of $6.9 million. As at December 31, 2013, $105.1 million was capitalized (Note 13). Monthly capital and interest performance-based payments totalling $4.5 million annually, for the service concession arrangement obligation to DBF2 commenced in January 2012, commensurate with commissioning the project and are payable to termination of the contract with DBF2.

Overall, taking into account the various forms of funding and financing for the project, the effective interest rate incurred by the City based on the full $108.5 million project is 4.6%. Specifically, the sinking fund debt and service concession arrangement obligation to DBF2 bear a combined weighted average interest rate of 7.2%.

The City will also make DBF2 a monthly performance-based maintenance payment as disclosed in Note 15d.

Disraeli Bridges

The City has entered into a fixed-price contract with Plenary Roads Winnipeg GP ("PRW") to design, build, finance and maintain the Disraeli Bridges. The contract was executed in March 2010 and terminates in October 2042. The Disraeli Bridges were commissioned for use in 2012 with decommissioning of the old structures and construction of a separate pedestrian bridge following in 2013.

The $195.0 million project will have been financed through sinking fund debentures (Series WC) of $25.0 million, a $109.4 million service concession arrangement obligation to PRW, Federal gas tax revenue of $50.0 million, and cash consideration paid by the City of $10.6 million. As at December 31, 2013, $188.9 million was capitalized for commissioned works (Note 13). A total amount of $19.5 million was capitalized for the pedestrian bridge and final roadwork completed in 2013. Monthly capital and interest performance-based payments totalling $9.8 million annually, for the service concession arrangement obligation to PRW commenced in October 2012, commensurate with commissioning the project and are payable to termination of the contract with PRW.

Overall, taking into account the various forms of funding and financing for the project, the effective interest rate incurred by the City based on the $195.0 million project is 5.2%. Specifically, the sinking fund debt and service concession arrangement obligation to PRW bear a combined weighted average interest rate of 7.5%.

The City will also make PRW a monthly performance-based maintenance payment as disclosed in Note 15d.

e) Included in the Consolidated Statement of Financial Position are investments of $12.5 million (2012 - $12.8 million) that will be used for making semi-annual debt service payments on the sinking fund debentures issued in 2012.

f) Interest on debt recorded in the Consolidated Statement of Operations and Accumulated Surplus in 2013 is $54.7 million (2012 - $53.6 million) and cash paid for interest during the year is $58.2 million (2012 - $53.8 million).

10. Other Liabilities

	2013	2012
Environmental liabilities	**$ 27,127**	$ 20,000
Developer deposits	**11,071**	8,599
Expropriation and other	**18,950**	28,391
	$ 57,148	$ 56,990

10. Other Liabilities (continued)

Included in environmental liabilities is $25.1 million (2012 - $19.3 million) for the estimated total landfill closure and post-closure care expenses. The estimated liability for these expenses is recognized as the landfill site's capacity is used. Estimated total expenses represent the sum of the discounted future cash flows for closure and post-closure care activities discounted at the City's average long-term, credit risk adjusted, borrowing rate of 6.0% (2012 - 6.0%).

Landfill closure and post-closure care requirements have been defined in accordance with The Environment Act and include final covering and landscaping of the landfill, pumping of ground, methane gas and leachate management, and ongoing environmental monitoring, site inspection and maintenance. The reported liability is based on estimates and assumptions with respect to events extending over a 100-year period using the best information available to management. Future events may result in significant changes to the estimated total expenses, capacity used or total capacity and the estimated liability, and would be recognized prospectively, as a change in estimate, when applicable.

The estimated capacity of the City's one remaining landfill, the Brady Road Landfill Site, is 95% of its total capacity and its remaining life is approximately 95 years, after which perpetual post-closure maintenance is required.

The Brady Landfill Site Rehabilitation Reserve was established for the purpose of providing funding for the future development of the Brady Road Landfill Site. The reserve is financed through a transfer from the Solid Waste Disposal Fund and is based upon residential and commercial tonnes. As at December 31, 2013, the reserve had a balance of $5.0 million (2012 - $4.6 million).

11. Accrued Employee Benefits and Other

	2013	2012
Retirement allowance - accrued obligation	**$ 94,702**	$ 94,554
Unamortized net actuarial loss	**(5,406)**	(8,295)
Retirement allowance - accrued liability	**89,296**	86,259
Vacation	**48,159**	46,392
Workers' compensation	**22,969**	16,963
Compensated absences	**9,410**	8,568
Other	**6,483**	5,983
	$ 176,317	$ 164,165

Under the retirement allowance programs, qualifying employees become entitled to a cash payment upon retirement, death or termination of service under certain conditions (not resignation). In addition, adjustments arising from plan amendment, changes in assumptions, and experience gains and losses are amortized on a straight-line basis over 13.0 years, which represents the expected average remaining service life of the employee group. Amortization is calculated beginning in the year following the year of occurrence of the actuarial gains or losses.

The City measures its accrued retirement allowance obligation as at December 31 of each year. An actuarial valuation of the obligation was calculated as of July 31, 2011. The results of this valuation were extrapolated to the financial reporting date of December 31, 2013 using year-end assumptions.

11. Accrued Employee Benefits and Other (continued)

Information about the City's retirement allowance benefit plan is as follows:

	2013	2012
Retirement allowance - accrued liability		
Balance, beginning of year	**$ 86,259**	$ 83,851
Current service cost	**5,309**	5,130
Interest cost	**3,465**	3,471
Amortization of net actuarial loss	**1,513**	1,745
Benefit payments	**(7,250)**	(7,938)
Balance, end of year	**$ 89,296**	$ 86,259

Retirement allowance expense consists of the following:

Current service cost	**$ 5,309**	$ 5,130
Interest cost	**3,465**	3,471
Amortization of net actuarial loss	**1,513**	1,745
	$ 10,287	$ 10,346

The significant actuarial assumptions adopted in measuring the retirement allowance obligation for the year ended December 31 are as follows:

Discount rate on liability	**3.70%**	3.60%
General increases in pay	**3.50%**	3.50%

Demographic assumptions such as utilization of sick leave credits, salary increases as a result of increments and promotion, continuation of employment and the probability of retirement or death in future years are based on employment experience.

Compensated absences represent benefits expected to be paid during future employee absences in respect of sick leave days earned in previous years.

12. Pension Costs and Obligations

a) Winnipeg Civic Employees' Benefits Program

The Winnipeg Civic Employees' Benefits Program is a multi-employer benefits program governed by an independent board of trustees and a trust agreement that limits the City's contribution rate. Accordingly, the Program is accounted for similar to a defined contribution benefits program. The Program provides pension and disability benefits to all City of Winnipeg employees, other than police officers, and to employees of certain other participating employers.

During 2013, members contributed 9.0% of their Canada Pension Plan earnings and 11.2% of pensionable earnings in excess of Canada Pension Plan earnings. Members' contribution rates are scheduled to increase to 9.5% of their Canada Pension Plan earnings and 11.8% of pensionable earnings in excess of Canada Pension Plan earnings in 2014 and future years. The City and participating employers are required to make matching contributions.

An actuarial valuation of the Program was prepared as at December 31, 2012, which indicated an excess of actuarial value of program assets over actuarial liabilities of $115.6 million. The Pension Trust Agreement specifies how actuarial surpluses can be used but does not attribute actuarial surpluses to individual employers. However, a portion of actuarial surpluses is allocated to a City Account that the City and other participating employers may use to finance reductions in their contributions. In the event of unfavourable financial experience, additional amounts may be transferred from the City Account to cover a funding deficiency.

The balance of the City Account at December 31, 2013 was $54.0 million (2012 - $60.1 million).

Total contributions by the City to the Program in 2013 were $26.1 million (2012 - $ 23.1 million), which were expensed as incurred.

b) Winnipeg Police Pension Plan

The Winnipeg Police Pension Plan is a contributory defined benefit plan, providing pension benefits to police officers. Members are required to make contributions at the rate of 8% of pensionable earnings. The City is required to finance the cost of the plan's benefits other than cost-of-living adjustments and to contribute 1% of pensionable earnings in respect of cost-of-living adjustments. A contribution stabilization reserve has been established to maintain the City's contribution rate at 8% of pensionable earnings, when permitted under provincial pension legislation. The Plan incorporates a risk-sharing arrangement under which actuarial surpluses are first allocated to maintain cost-of-living adjustments to pensions at 75% of the inflation rate and maintain the contribution stabilization reserve and thereafter are shared equally between the City and Plan members. Funding deficiencies are resolved through reductions in the contribution stabilization reserve and the rate of cost-of-living adjustments to pensions.

An actuarial valuation of the Plan was prepared as of December 31, 2012. The valuation revealed a funding deficiency, which, in accordance with the terms of the Plan, was resolved through a reduction in the contribution stabilization reserve and by reducing the rate of cost-of-living adjustments to pensions from 66.2% to 47.0% of the inflation rate.

An actuarial valuation of the Plan as of December 31, 2013 is to be prepared and filed with the Pension Commission of Manitoba in 2014. In addition to a calculation of the actuarial surplus or funding deficiency, in accordance with pension legislation in Manitoba, the Plan must also be valued under the hypothetical scenario that the Plan is wound up and members' benefit entitlements settled on the valuation date. It is anticipated that the actuarial valuation will show that the Plan has a solvency deficiency at December 31, 2013 under this wind-up scenario, which would need to be addressed by the City over a period not to exceed five years either by an increase in contributions starting in 2014, or by obtaining a letter of credit with face value equal to the value of additional contributions cumulatively otherwise required. City Council has previously approved the letter of credit option and has obtained a letter of credit with respect to December 2012 valuation. To the extent that the current letter of credit exceeds the revised and updated funding requirements, the face value of the letter of credit may be reduced. At December 31, 2013, the letter of credit amount was $39.7 million.

The results of the December 31, 2012 actuarial valuation of the Plan were extrapolated to December 31, 2013. In accordance with the terms of the Plan, extrapolated deficiencies are resolved through transfers from the contribution stabilization reserve and reductions in the rate of cost-of-living adjustments to pensions. The principal long-term assumptions on which the extrapolation was based were: discount rate of 6.00% per year (2012 - 6.00%); inflation rate of 2.00% per year (2012 - 2.00%); and general pay increases of 3.25% per year (2012 - 3.50%). The accrued pension obligation was valued using the projected benefit method pro-rated on services. Based on this valuation and extrapolation, the Plan's assets, accrued pension obligation and pension expenses are as follows:

	2013	2012
Plan assets:		
Fair value, beginning of year	**$ 953,291**	$ 894,619
Employer contributions	**20,954**	17,129
Employee contributions and transfers	**11,880**	11,376
Benefits and expenses paid	**(43,122)**	(43,229)
Net investment income	**177,259**	73,396
Fair value, end of year	**1,120,262**	953,291
Actuarial adjustment	**(72,467)**	27,121
Actuarial value, end of year	**$ 1,047,795**	$ 980,412

12. Pension Costs and Obligations (continued)

Accrued pension obligation:		
Beginning of year	**$ 980,412**	$ 933,487
Current period benefit cost	**33,429**	32,689
Benefits and expenses paid	**(43,122)**	(43,229)
Interest on accrued pension obligation	**58,534**	57,459
Actuarial loss (gain)	**18,542**	6
End of year	**$ 1,047,795**	$ 980,412
Expenses related to pensions:		
Current period benefit cost	**$ 33,429**	$ 32,689
Amortization of actuarial gains	**(613)**	(2,546)
Less: employee contributions and transfers	**(11,880)**	(11,376)
Pension benefit expense	**20,936**	18,767
Interest on accrued benefit obligation	**58,534**	57,459
Expected return on plan assets	**(58,516)**	(59,097)
Pension interest expense	**18**	(1,638)
Total expenses related to pensions	**$ 20,954**	$ 17,129

The actuarial value of the Plan's assets is determined by averaging over five years differences between the pension fund's net investment income and expected investment income based on the expected rate of return.

Total contributions made by the City to the Plan in 2013 were $21.0 million (2012 - $17.1 million). Total employee contributions to the Plan in 2013 were $11.9 million (2012 - $11.4 million). Benefits paid from the Plan in 2013 were $42.2 million (2012 - $42.2 million).

The expected rate of return on Plan assets in 2013 was 6.00% (2012 - 6.25%). The actual rate of return, net of investment expenses, on the fair value of Plan assets in 2013 was 18.70% (2012 - 8.27%).

Since the City's contribution to the Plan each year are equal to its pension expense, no accrued pension asset or liability is reflected in the Consolidated Statement of Financial Position. As noted above, the Plan provides that within certain prescribed constraints, in the event of a funding deficiency, a transfer from the contribution stabilization reserve and amendments to the rate of cost-of-living adjustments to pensions will be utilized to resolve the deficiency. The above extrapolation anticipates that the funding deficiency at December 31, 2013 will be resolved through a further reduction in the rate of cost-of-living adjustment.

c) Councillors' Pension Plan

i) Pension Plan Established Under By-Law Number 3553/83

On November 2, 1992, the pension plan provided to members of City Council was terminated, thereby not allowing new members to be accepted to the plan and current members being entitled to receive retirement benefits once they become eligible. In 2013, the City paid out $0.3 million (2012 - $0.4 million). An actuarially determined pension obligation of $3.9 million (2012 - $3.9 million) has been reflected in the Consolidated Statement of Financial Position.

ii) Pension Plan Established Under By-Law Number 7869/01

On November 22, 2000, City Council adopted the policy that effective January 1, 2001, a Council Pension Plan be created for all members of City Council for The City of Winnipeg. An accrued pension obligation has been reflected in the Consolidated Statement of Financial Position.

12. Pension Costs and Obligations (continued)

d) Group Life Insurance Plan

Employees of the City who are members of the Civic Employees' Pension Plan or the Winnipeg Police Pension Plan must become members of the Civic Employees' Group Life Insurance Plan and the Police Employees' Group Life Insurance Plan, respectively. These plans provide life insurance for members while employed and can be continued into retirement at the employees' option. Plan members and the City share the cost of basic life insurance. An actuarial valuation indicated that this post-retirement liability is fully funded.

An actuarial valuation of the plan was prepared as of December 31, 2010 and the results were extrapolated to December 31, 2013. The principal long-term assumptions on which the valuation was based were: discount rate of 4.30% per year (2012 - 3.80%); and general pay increases of 3.50% per year (2012 - 3.50%). The accrued group life insurance obligation was valued using the projected benefit method pro-rated on services. Based on this valuation and extrapolation, the funded status of the plan is as follows:

	2013	2012
Group life insurance plan assets, at actuarial value	**$ 140,793**	$ 135,613
Accrued post-retirement life insurance obligations	**$ 116,087**	$ 119,377

13. Tangible Capital Assets

	Net Book Value	
	2013	2012
General		
Land	**$ 211,130**	$ 211,731
Buildings	**386,293**	321,653
Vehicles	**179,281**	176,634
Computer	**33,057**	35,271
Other	**200,427**	164,657
Infrastructure		
Plants and facilities	**587,634**	594,574
Roads	**1,129,322**	1,102,727
Underground and other networks	**1,931,198**	1,864,604
Bridges and other structures	**541,214**	522,596
	5,199,556	4,994,447
Assets under construction	**337,607**	209,178
	$ 5,537,163	$ 5,203,625

For additional information, see the Consolidated Schedule of Tangible Capital Assets (Schedule 1).

During the year, $nil (2012 - $nil) of tangible capital assets were written-down. Interest capitalized during 2013 was $3.4 million (2012 - $3.0 million). In addition, roads and underground networks contributed to the City totalled $91.9 million in 2013 (2012 - $72.2 million) and were capitalized at their fair value at the time of receipt.

Included in the above net book values are $286.0 million (2012 - $274.1 million) of tangible capital assets that were acquired through service concession arrangements.

14. Accumulated Surplus

Accumulated surplus consists of individual fund surplus/(deficit) and reserves as follows:

	2013	2012
Invested in tangible capital assets	**$ 4,637,548**	$ 4,397,884
Reserves		
Capital Reserves		
Environmental Projects	**67,338**	58,927
Sewer System Rehabilitation	**17,821**	29,630
Rapid Transit Infrastructure	**8,856**	9,882
Transit Bus Replacement	**7,157**	6,678
Other	**13,376**	9,790
	114,548	114,907
Special Purpose Reserves		
Perpetual Maintenance Fund - Brookside Cemetery	**14,430**	13,935
Destination Marketing	**11,568**	12,729
Insurance (Note 20)	**7,980**	6,604
Land Operating	**7,071**	4,803
Multi-Family Dwelling Tax Investment	**7,006**	6,073
Land Dedication	**5,049**	4,850
Commitment	**4,093**	4,598
General Purpose	**3,204**	15,921
Other	**17,462**	20,706
	77,863	90,219
Stabilization Reserve		
Financial Stabilization	**85,753**	80,404
Total Reserves	**278,164**	285,530
Surplus		
Manitoba Hydro long-term receivable	**220,238**	220,238
Sewage Disposal System	**77,573**	76,878
Waterworks System	**44,324**	56,422
North Portage Development Corporation	**18,847**	19,001
CentreVenture Development Corporation	**13,485**	13,980
Solid Waste Disposal	**6,643**	8,034
Equipment and Material Services	**3,267**	3,247
Other	**57,762**	21,977
Unfunded expenses		
Canadian Museum for Human Rights grant	**(10,778)**	(10,756)
Environmental liabilities	**(27,127)**	(19,980)
Accrued employee benefits and other	**(172,283)**	(159,947)
Total Surplus	**231,951**	229,094
	$ 5,147,663	$ 4,912,508

Invested in tangible capital assets represents equity in non-financial assets, which is either a portion or the entire accumulated surpluses of specific funds consolidated in these statements. For those funds, where a portion of their accumulated surplus is allocated to invested in tangible capital assets, the amount is determined based on tangible capital assets less debt.

15. Commitments and Contingencies

The significant commitments and contingencies that existed at December 31, 2013 are as follows:

a) Operating leases

The City has entered into a number of lease agreements mainly for the lease of accommodations for civic offices and office equipment. Future minimum lease payments are as follows:

	Operating Leases
2014	$ 5,510
2015	4,912
2016	4,737
2017	4,398
2018	4,083
2019 and thereafter	41,794
	$ 65,434

b) Legal obligations

As part of the normal course of operations, lawsuits are pending against the City. The final outcome with respect to actions that will arise from these lawsuits as at December 31, 2013 cannot be predicted with certainty. Where the occurrence of future events is considered likely to result in a loss with respect to an existing condition and the amount of loss can be reasonably estimated, amounts have been recorded in the consolidated financial statements.

c) Loan guarantees

The City has also unconditionally guaranteed the payment of principal and interest on capital improvement loans for several organizations. The outstanding balance on these loans as at December 31, 2013 is $7.4 million (2012 - $6.6 million).

d) Service concession arrangements

(i) As disclosed in Note 9d, the City will pay PRW a monthly performance-based maintenance payment related to the Disraeli Bridges Project contract. The monthly payment totalling $1.7 million annually is to be adjusted by CPI and is payable commencing October 2012 until the termination of the contract with PRW in October 2042.

(ii) As disclosed in Note 9d, the City will pay DBF2 a monthly performance-based maintenance payment related to the Chief Peguis Trail Extension contract. The monthly payment, totalling $1.4 million annually is to be adjusted by CPI and is payable commencing January 2012 until the termination of the contract with DBF2 in January 2042.

e) Veolia agreement

On April 20, 2011, the City entered into an agreement with VWNA Winnipeg Inc. (“Veolia”) for the provision of expert advice to the City to assist with construction and operating improvements to the City’s sewage treatment system (the “Program”). The agreement is effective May 1, 2011, and has a term of 30 years, subject to certain termination provisions.

15. Commitments and Contingencies (continued)

The City's sewage treatment system treats and handles wastewater and resulting residuals at its existing three major sewage treatment facilities, the South End, West End and North End Water Pollution Control Centres (the "Facilities"). Veolia's role is to provide services to the City and representatives of Veolia are working collaboratively with representatives of the City providing advice and recommendations to the City in respect of the City's (i) management and operation of the Facilities for the handling and treatment of wastewater; (ii) assessment, planning and delivery of upgrades and capital modification to the Facilities; and (iii) assessment, planning and delivery of operational improvements to the Facilities during the term of this agreement. The Program does not include the City's supply of water or its waterworks system or work relating to the collection system or land drainage system.

Under the agreement, the City: retains complete ownership of all the sewage system assets; continues to exercise control over the sewage treatment systems by means of City Council budget approvals and by the setting of service quality standards that will be reported publicly on a regular basis; continues to control operating and maintenance parameters by which the sewage system shall operate; and retains full accountability for compliance with regulatory permits and licenses.

Decisions for the sewage treatment system are to be made by the City based upon the best advice of City management and Veolia experts working together.

The agreement provides both parties with a variety of responsibilities, rights, protections, and obligations reflecting reasonable commercial terms.

Compensation to Veolia under the Agreement includes the following components:

1. Reimbursement of Veolia's actual direct costs related to the Program ("Direct Costs");
2. An agreed-upon margin percentage which is applied to Direct Costs of the Program. The quantum of the margin percentage is dependent on the nature of the cost ("Fee");
3. For operations and capital projections under the Program, a target cost is to be set. Veolia is to receive a share of the savings when actual operating costs and/or capital costs are below target costs ("Gainshare"). Veolia is to receive a share of expense when actual operating costs and/or capital costs are above target costs ("Painshare"); and
4. Key performance indicators ("KPIs") will be established under the Program. Veolia is to earn amounts for exceeding established KPIs ("KPI earnings"), and to be deducted amounts for failing to achieve minimum KPIs ("KPI Deductions").

The agreement only guarantees payment to Veolia in respect of the Direct Costs incurred by it in providing services as indicated in Item 1 described in the above paragraph.

Amounts earned by Veolia over the term of the agreement (Fee, Gainshare, and KPI earnings) are credited to an Earning at Risk Account ("EARA"). Painshare and KPI deductions reduce the EARA. All of these amounts are not guaranteed to be paid to Veolia, and by their nature, are dependent on the financial and overall results of the Program.

Veolia's withdrawals of amounts from the EARA are subject to certain limits and security posting requirements.

If at the end of the 30-year term the EARA is negative, Veolia must repay the City this amount.

The agreement established a Performance Guarantee Security ("PGS"), which is a letter of credit and performance bond that together provide security to the City. In addition to the PGS, Veolia is providing a Parental Guarantee by its parent company.

f) Forgivable loans

The City has received funding from the federal and provincial governments for the purchase of certain properties. Repayment of this funding is not required as long as the properties operate as an affordable housing complex or offer services for the homeless. As at December 31, 2013, the forgivable loans totalled $5.7 million (2012 - $6.2 million).

16. Taxation

	2013	2012
Municipal and school property taxes	**$ 985,893**	$ 932,410
Payments-in-lieu of property (municipal and school) and business taxes	**47,147**	42,883
	1,033,040	975,293
Payments to Province and school divisions	**(550,039)**	(521,322)
Net property taxes and payments-in-lieu of property taxes available for municipal purposes	**483,001**	453,971
Business tax and license-in-lieu of business taxes	**56,326**	56,783
Local improvement and frontage levies	**42,488**	42,776
Electricity and natural gas sales taxes	**18,995**	17,984
Amusement and accommodation taxes and mobile home licence	**11,003**	16,064
	$ 611,813	$ 587,578

The property tax roll includes school taxes of $521.5 million (2012 - $495.0 million) assessed and levied on behalf of the Province and school divisions. Payments-in-lieu of school taxes assessed in 2013 totalled $28.5 million (2012 - $26.3 million) and are treated the same as school taxes. School taxes and payments-in-lieu of school taxes are remitted to the Province and school divisions based upon a formula and schedule set by the Province. If property taxes are reduced due to an assessment reduction, the City is required by legislation to fund the repayment of both the municipal and school taxes with applicable interest.

Business tax does not include the amount of levy imposed for business improvement zones of $4.2 million.

17. Sales of Services and Regulatory Fees

	2013	2012
Water sales and sewage services	**$ 235,875**	$ 230,040
Other sales of goods and services	**129,962**	116,201
Transit fares	**76,482**	72,672
Regulatory fees	**65,550**	64,426
	$ 507,869	$ 483,339

18. Government Transfers

	2013	2012
Operating		
Province of Manitoba		
Ambulance, libraries and other	**$ 62,049**	$ 60,822
Building Manitoba Fund	**56,604**	56,604
Transit	**33,534**	33,164
Unconditional	**19,888**	19,888
Support	**12,425**	11,893
Support for provincial programs	**(23,650)**	(23,650)
	160,850	158,721
Government of Canada		
Other	**487**	254
Total Operating	**161,337**	158,975

18. Government Transfers (continued)

Capital		
Province of Manitoba		
Building Manitoba Fund		
Manitoba Winnipeg Infrastructure Funding	**15,100**	11,903
Road Improvements	**12,935**	13,627
Winnipeg Convention Centre	**11,518**	1,384
Other	**14,247**	29,716
	53,800	56,630
Manitoba Housing Renewal Corporation	**5,379**	6,557
	59,179	63,187
Government of Canada		
Federal gas tax revenue	**46,476**	50,577
Other capital funding	**25,266**	7,498
	71,742	58,075
Total Capital	**130,921**	121,262
	$ 292,258	$ 280,237

In accordance with the recommendations of the Public Sector Accounting Board, government transfers, to the extent a liability does not exist, and developer contributions-in-kind related to capital acquisitions are required to be recognized as revenue in the consolidated financial statements in the period in which the tangible capital assets are acquired.

19. Expenses by Object

	2013	2012
Salaries and benefits	**$ 730,133**	$ 695,849
Goods and services	**376,614**	344,217
Amortization of tangible capital assets	**198,106**	188,432
Interest	**54,732**	53,587
Other expenses	**37,215**	17,638
	$ 1,396,800	$ 1,299,723

20. Property and Liability Insurance

The City purchases comprehensive insurance coverage for property and liability with a self-insured retention level of $250 thousand per claim for most of the policies. The City has established an Insurance Reserve Fund (Note 14) that enables the City to carry a large self-insured retention level which mitigates the effect of poor claims experience in any given year.

21. Segmented Information

The City of Winnipeg is a diversified municipal government institution that provides a wide range of services to its citizens, including police, fire, ambulance, public transit and water. For management reporting purposes the City's operations and activities are organized and reported by fund. Funds were created for the purpose of recording specific activities to attain certain objectives in accordance with special regulations, restrictions or limitations.

City services are provided by departments and their activities are reported in these funds. Certain departments that have been separately disclosed in the segmented information, along with the services they provide, are as follows:

21. Segmented Information (continued)

Protection

Protection is comprised of the Police Service and Fire Paramedic Service departments. The mandate of the Police Service department is to ensure the safety of the lives and property of citizens; preserve peace and good order; prevent crimes from occurring; detect offenders; and enforce the law. The Fire Paramedic Service department is responsible for providing fire suppression service; fire prevention programs; and training and education related to prevention, detection or extinguishment of fires. It is also responsible for pre-hospital emergency paramedical care and the transport of the sick and injured; for handling hazardous materials incidents; for the mitigation of calamitous incidents; and for the evacuation of people when in charge at an incident.

Community Services

The Community Services department provides public services that contribute to neighbourhood development and sustainability through the provision of recreation and leisure services such as fitness and aquatic programs. It provides public services that contribute to healthy communities through partnerships, promotion, prevention, protection and enforcement. The department also contributes to the information needs of the City's citizens through the provision of library services.

Planning

The Planning, Property and Development department provides a diverse bundle of services. It manages urban development for business interests, environmental concerns, heritage matters, local neighbourhoods and the downtown through city planning, community development and parks and riverbank planning. It ensures an acceptable quality of building construction and maintenance of properties through enforcement of construction codes and building standards. It facilitates economic development by providing services for the approval of all land development plans, the processing of building permit applications and the provision of geomatics services, as well as providing cemetery services to citizens.

Public Works and Water

The Public Works department is responsible for the delivery of municipal public works services related to the planning, development and maintenance of roadway systems, the maintenance of parks and open space, and street lighting. The Water and Waste department is responsible for land drainage and garbage collection operations.

Transit System Fund

The Transit department is responsible for providing local public transportation service.

Water and Waste Funds

The Water and Waste department consists of three distinct utilities - water, wastewater and solid waste disposal. The department provides drinking water to citizens of Winnipeg, collects and treats wastewater, and provides collection, disposal and waste minimization programs and facilities for solid waste. Their land drainage and garbage collection operations are reported in the General Revenue Fund and are included in the Public Works and Water segment.

For each reported segment, revenues and expenses represent both amounts that are directly attributable to the segment and amounts that are allocated on a reasonable basis. Therefore, certain allocation methodologies are employed in the preparation of segmented financial information. The General Revenue Fund reports on municipal services that are funded primarily by taxation such as property and business tax revenues. Taxation and payments-in-lieu of taxes are apportioned to General Revenue Fund services based on the Fund's net surplus. Certain government transfers, transfers from other funds, and other revenues have been apportioned based on a percentage of budgeted expenses.

The accounting policies used in these segments are consistent with those followed in the preparation of the consolidated financial statements as disclosed in Note 2. For additional information, see the Consolidated Schedule of Segment Disclosure - Service (Schedule 2).

22. Funds Held in Trust

Trust funds administered by the City for the benefit of external parties, which total $0.3 million (2012 - $0.4 million), are not included in the consolidated financial statements.

23. Budget

On December 17, 2013, Council approved the 2014 budget for the City of Winnipeg, including operating budgets for tax supported, utility, special operating agency and reserve operations as well as a capital budget. Included in the 2014 budget document is a 2013 consolidated budget (Appendix 11) that considers a number of adjustments for inter-fund transaction eliminations, tangible capital asset based revenues and amortization, controlled entity operations and the accrual of unfunded expenses. The resulting 2013 consolidated budget presented in the budget has been utilized in these consolidated financial statements.

24. Comparative Figures

Certain comparative figures have been reclassified to conform to the presentation made in the current year.

THE CITY OF WINNIPEG
CONSOLIDATED SCHEDULE OF TANGIBLE CAPITAL ASSETS

As at December 31
(in thousands of dollars)

	General				
	Land	**Buildings**	**Vehicles**	**Computer**	**Other**
Cost					
Balance, beginning of year	**$ 211,731**	**$ 605,712**	**$ 347,202**	**$ 141,058**	**$ 257,458**
Add:					
Additions during the year	**10,094**	**86,144**	**27,703**	**7,623**	**57,071**
Less:					
Disposals during the year	**10,695**	**2,033**	**6,982**	**-**	**494**
Balance, end of year	**211,130**	**689,823**	**367,923**	**148,681**	**314,035**
Accumulated amortization					
Balance, beginning of year	**-**	**284,059**	**170,568**	**105,787**	**92,801**
Add:					
Amortization	**-**	**21,132**	**24,117**	**9,837**	**21,301**
Less:					
Accumulated amortization on disposals	**-**	**1,661**	**6,043**	**-**	**494**
Balance, end of year	**-**	**303,530**	**188,642**	**115,624**	**113,608**
Net Book Value of Tangible Capital Assets	**$ 211,130**	**$ 386,293**	**$ 179,281**	**$ 33,057**	**$ 200,427**

Schedule 1

Infrastructure					Totals	
Plants and Facilities	**Roads**	**Underground and Other Networks**	**Bridges and Other Structures**	**Assets Under Construction**	**2013**	2012
$ 831,443	**$ 2,024,665**	**$ 2,800,233**	**$ 723,853**	**$ 209,178**	**$ 8,152,533**	$ 7,565,150
9,232	**79,188**	**106,344**	**32,110**	**128,429**	**543,938**	653,993
-	**546**	**2,896**	**690**	**-**	**24,336**	66,610
840,675	**2,103,307**	**2,903,681**	**755,273**	**337,607**	**8,672,135**	8,152,533
236,869	**921,938**	**935,629**	**201,257**	**-**	**2,948,908**	2,817,355
16,172	**52,564**	**39,635**	**13,348**	**-**	**198,106**	188,432
-	**517**	**2,781**	**546**	**-**	**12,042**	56,879
253,041	**973,985**	**972,483**	**214,059**	**-**	**3,134,972**	2,948,908
$ 587,634	**$ 1,129,322**	**$ 1,931,198**	**$ 541,214**	**$ 337,607**	**$ 5,537,163**	$ 5,203,625

THE CITY OF WINNIPEG
CONSOLIDATED SCHEDULE OF SEGMENT DISCLOSURE - SERVICE

For the year ended December 31, 2013
(in thousands of dollars)

	General Revenue Fund			
	Protection	**Community Services**	**Planning**	**Public Works and Water**
REVENUES				
Taxation	**$ 266,048**	**$ 76,022**	**$ 986**	**$ 185,279**
Sales of services and regulatory fees	**55,355**	**15,617**	**26,774**	**5,900**
Government transfers (Note 18)	**70,832**	**10,218**	**3,377**	**19,168**
Transfer from other funds	**8,058**	**2,404**	**11,211**	**19,458**
Other	**15,768**	**4,242**	**2,248**	**9,205**
	416,061	**108,503**	**44,596**	**239,010**
EXPENSES *(Note 19)*				
Salaries and benefits	**350,379**	**37,197**	**22,418**	**72,211**
Goods and services	**34,965**	**8,202**	**3,426**	**121,639**
Interest	**612**	**392**	**793**	**10,551**
Transfer to other funds	**24,758**	**43,010**	**15,763**	**43,451**
Other	**5,347**	**19,702**	**2,196**	**(8,842)**
	416,061	**108,503**	**44,596**	**239,010**
ANNUAL SURPLUS	**$ -**	**$ -**	**$ -**	**$ -**

For the year ended December 31, 2012
(in thousands of dollars)

	General Revenue Fund			
	Protection	Community Services	Planning	Public Works and Water
REVENUES				
Taxation	$ 238,241	$ 76,910	$ 1,908	$ 165,578
Sales of services and regulatory fees	52,641	16,391	27,116	5,712
Government transfers (Note 18)	65,604	10,718	2,989	19,647
Transfer from other funds	8,718	2,824	11,896	22,359
Other	14,500	4,279	2,004	8,546
	379,704	111,122	45,913	221,842
EXPENSES *(Note 19)*				
Salaries and benefits	325,106	36,870	20,847	68,063
Goods and services	36,159	8,395	4,943	106,481
Interest	1,382	284	1,351	12,525
Transfer to other funds	12,785	45,710	15,785	41,950
Other	4,272	19,863	2,987	(7,177)
	379,704	111,122	45,913	221,842
ANNUAL SURPLUS	$ -	$ -	$ -	$ -

Schedule 2

Finance and Administration	Transit System Fund	Water and Waste Funds	Other Funds and Corporations	Eliminations	Consolidated
$ 78,151	**$ -**	**$ -**	**$ 19,955**	**$ (14,628)**	**$ 611,813**
12,547	**80,882**	**269,130**	**94,159**	**(52,495)**	**507,869**
12,238	**45,103**	**7,252**	**165,393**	**(41,323)**	**292,258**
6,066	**69,556**	**37,753**	**330,017**	**(484,523)**	**-**
13,385	**1,041**	**30,915**	**150,309**	**(19,795)**	**207,318**
122,387	**196,582**	**345,050**	**759,833**	**(612,764)**	**1,619,258**
37,444	**93,602**	**60,574**	**55,377**	**931**	**730,133**
14,423	**45,967**	**101,159**	**97,617**	**(50,784)**	**376,614**
(89)	**6,893**	**15,550**	**32,951**	**(12,921)**	**54,732**
46,842	**11,065**	**84,140**	**15,448**	**(284,477)**	**-**
23,767	**19,432**	**34,376**	**200,812**	**(61,469)**	**235,321**
122,387	**176,959**	**295,799**	**402,205**	**(408,720)**	**1,396,800**
$ -	**$ 19,623**	**$ 49,251**	**$ 357,628**	**$ (204,044)**	**$ 222,458**

Finance and Administration	Transit System Fund	Water and Waste Funds	Other Funds and Corporations	Eliminations	Consolidated
$ 103,051	$ -	$ -	$ 14,619	$ (12,729)	$ 587,578
11,661	75,228	256,549	90,521	(52,480)	483,339
12,969	45,055	14,842	152,169	(43,756)	280,237
4,879	67,418	32,328	319,524	(469,946)	-
12,217	1,292	36,907	84,333	(18,091)	145,987
144,777	188,993	340,626	661,166	(597,002)	1,497,141
36,300	89,389	59,692	49,788	9,794	695,849
12,600	43,324	94,729	86,976	(49,390)	344,217
653	7,370	19,109	28,106	(17,193)	53,587
70,164	13,593	82,131	172,909	(455,027)	-
25,060	17,210	35,666	169,717	(61,528)	206,070
144,777	170,886	291,327	507,496	(573,344)	1,299,723
$ -	$ 18,107	$ 49,299	$ 153,670	$ (23,658)	$ 197,418